

Net Element, Inc.
Form SC 13D/A
October 27, 2017

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 7)

Net Element, Inc.

(Name of Issuer)

Common Stock, \$0.0001 per share par value

(Title of Class of Securities)

64111R 102

(CUSIP Number)

Oleg Firer

Star Equities, LLC

c/o Net Element, Inc.

3363 NE 163rd Street, Suite 705

North Miami Beach, FL 33160

(305) 507-8808

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 20, 2017

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 64111R 102

Names of Reporting Persons.

1

Oleg Firer

Check the Appropriate Box if
a Member of a Group

2 (a) ..

(b) x
SEC Use Only

3

Source of Funds

4

OO
Check if Disclosure of Legal
Proceedings Is Required
Pursuant to Items 2(d) or

5 2(e)

..
Citizenship or Place of
Organization

6

United States
NUMBER OF Voting Power
OF

7

SHARES

176,363⁽¹⁾

BENEFICIAL Voting Power

OWNED

BY

124,455⁽¹⁾

EACH Sole Dispositive Power

REPORTING

176,363⁽¹⁾

~~PERSON~~ Exercising Dispositive Power
WITH

124,455⁽¹⁾

Aggregate Amount
Beneficially Owned by Each
Reporting Person

11

300,818⁽¹⁾

Check if the Aggregate
Amount in Row (11)

12 Excludes Certain Shares

..

Percent of Class Represented
by Amount in Row (11)

13

12.0%

Type of Reporting Person

14

IN

⁽¹⁾ As adjusted for a reverse stock split dated October 5, 2017.

CUSIP No. 64111R 102

Names of Reporting Persons.

1

Star Equities LLC

Check the Appropriate Box if a
Member of a Group

2
(a) ..

(b) x
SEC Use Only

3

Source of Funds

4

WC

Check if Disclosure of Legal
Proceedings Is Required

5 Pursuant to Items 2(d) or 2(e)

..

Citizenship or Place of
Organization

6

United States

~~NUMBER~~ OF Voting Power
OF

7

SHARES

0

~~BENEFICIAL~~ Voting Power

~~OWNED~~

BY

124,455⁽¹⁾⁽²⁾

~~EACH~~ Sole Dispositive Power

~~REPORTING~~

PERSON

~~WITH~~ Shared Dispositive Power

124,455⁽¹⁾⁽²⁾

Aggregate Amount
Beneficially Owned by Each
Reporting Person

11

124,455⁽¹⁾⁽²⁾

Check if the Aggregate
Amount in Row (11) Excludes

12 Certain Shares

..

Percent of Class Represented
by Amount in Row (11)

13

5.0%

Type of Reporting Person

14

CO

⁽¹⁾ Includes 28,572 (as adjusted for a reverse stock split dated October 5, 2017) shares issuable to Star Equities, LLC upon exercise of the Amended Option.

⁽²⁾ As adjusted for a reverse stock split dated October 5, 2017.

This Amendment No. 7 to Schedule 13D (the “Amendment No. 7”) relates to the common stock, \$0.0001 per share par value (the “Common Stock”), of Net Element, Inc., a Delaware corporation (the “Company”), and further amends the Schedule 13D filed by Oleg Firer with the Securities and Exchange Commission on September 18, 2014, as amended by the Amendment No. 1 filed by Mr. Firer on May 12, 2015, the Amendment No. 2 filed by Mr. Firer on September 22, 2015, the Amendment No. 3 filed by Mr. Firer on October 15, 2015, the Amendment No. 4 filed by Mr. Firer on December 2, 2015, the Amendment No. 5 filed by Mr. Firer on June 20, 2016, and the Amendment No. 6 filed by Mr. Firer on October 11, 2017 (the “Schedule 13D”). The Company’s principal executive offices are located at 3363 NE 163rd Street, Suite 705, North Miami Beach, FL 33160.

Except as set forth below, all Items of the Schedule 13D remain unchanged. All capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13D.

Item 4. Purpose of the Transaction

Item 4 is hereby amended to add the following information for updating:

On October 20, 2017, 67,312 restricted shares of Common Stock of the Company were issued to Star Equities LLC pursuant to the conversion of that certain promissory note dated March 1, 2017 by the Company to Star Equities LLC (the “Promissory Note”) of the entire outstanding amount of \$374,253.13 (including the principal amount of \$348,083.32 and accrued and unpaid interest), for a purchase price of \$5.56 per share.

Item 5. Interest in Securities of Issuer

Items 5(a) and (b) of Schedule 13D are hereby amended and restated in their entirety by the following:

(a) – (b) As of the date hereof, Star Equities is the beneficial owner of 124,455 restricted shares of Common Stock consisting of (1) 28,572 restricted shares of Common Stock issued on November 23, 2015 to Star Equities pursuant to the Investment Agreement, (2) 28,572 restricted shares of Common Stock issuable upon exercise of the Amended Option, and (3) 67,312 restricted shares of Common Stock issuable to Star Equities as disclosed in Item 4 above, representing approximately 5.0% of the outstanding shares of Common Stock, based on (x) 2,397,825 shares of Common Stock issued and outstanding as of October 20, 2017, as disclosed in the Form 8-K filed by the Issuer with the SEC on October 20, 2017, plus (y) 67,312 restricted shares of Common Stock issuable to Star Equities as disclosed in Item 4 above, plus (z) 28,572 restricted shares of Common Stock issuable upon exercise of the Amended

Option.

As of the date hereof, Mr. Firer is deemed to have beneficial ownership of 300,818 shares of Common Stock consisting of (1) 176,363 restricted shares of Common Stock held directly by Mr. Firer, and (2) as the sole member of Star Equities, Mr. Firer can be deemed to beneficially own the above-described restricted shares of Common Stock beneficially owned by Star Equities (which equals to 124,455 shares as of the date hereof, as described above), and such shares collectively represent approximately 12.0% of the outstanding shares of Common Stock, based on (x) 2,397,825 shares of Common Stock issued and outstanding as of October 20, 2017, as disclosed in the Form 8-K filed by the Issuer with the SEC on October 20, 2017, plus (y) 67,312 restricted shares of Common Stock issuable to Star Equities as disclosed in Item 4 above plus (z) 28,572 restricted shares of Common Stock issuable upon exercise of the Amended Option. Mr. Firer has sole voting power and sole dispositive power with respect to 176,363 restricted shares of Common Stock and shared voting power and shared dispositive power with respect to the above-described shares beneficially owned by Star Equities.

(c) Except as disclosed in Item 4, neither Star Equities nor Mr. Firer has effected any transaction in the Common Stock in the past 60 days.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

Date: October 26, 2017 /s/ *Oleg Firer*
Oleg Firer

Date: October 26, 2017 STAR EQUITIES, LLC

By: /s/ *Oleg Firer*
Oleg Firer, as Managing Member